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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re : Chapter 11  
:   
LandAmerica Financial Group, Inc., et al. : Case No. 08-35994 (KRH)  
:   
Debtors. : (Jointly Administered)  
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**FINAL APPLICATION OF WILLKIE FARR & GALLAGHER LLP  
AS COUNSEL FOR DEBTORS FOR FINAL ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED FROM NOVEMBER 26, 2008 THROUGH DECEMBER 6, 2009**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Willkie Farr & Gallagher LLP (“**WF&G**”), attorneys for LandAmerica Financial Group, Inc. (“**LFG**”), LandAmerica 1031 Exchange Services, Inc. (“**LES**”) and the other above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), in support of its application (the “**Final Application**”) for final allowance of compensation for professional

services rendered and reimbursement of expenses incurred from November 26, 2008 through December 6, 2009 (the “**Final Application Period**”), respectfully represents:

**PRELIMINARY STATEMENT**

1. Pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), WF&G requests that this Court authorize allowance of compensation for professional services rendered and reimbursement of expenses incurred during the above captioned cases. Among the fees and expenses described herein, this Court has already authorized, on an interim basis, all but those which were incurred from September 1, 2009 through December 6, 2009 (the “**Fourth Application Period**”). Accordingly by this Final Application, WF&G requests both interim and final approval of \$2,762,410.45 (the “**Interim Application Amount**”) that relates to the last few months of these cases. The Interim Application Amount includes: (a) reimbursement of \$82,712.75 in actual and necessary expenses WF&G incurred in connection with its rendition of professional services during the Fourth Application Period;<sup>1</sup> and (b) compensation of \$2,681,010.50 in fees for services rendered during the Fourth Application Period.<sup>2</sup> As this is WF&G’s final request, WF&G requests payment of the entire Interim Application Amount, without the need for any further 15% holdback under the Interim Compensation Order (as defined herein).

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<sup>1</sup> WF&G’s standard practice is to treat certain expenses as having been incurred when such obligations are recorded and reflected as payable in WF&G’s accounting system. Accordingly, WF&G reserves its right to seek at a later date compensation for expenses incurred during the Fourth Application Period that may not have been posted as of yet and thus are not included herein.

<sup>2</sup> The Interim Application Amount also includes approximately \$10,451.50 in fees and \$1,271.92 in actual and necessary expenses, which were incurred during the Fourth Application Period but were not previously included in WF&G’s Fee Statements.

2. In total, WF&G requests the final allowance of compensation for professional services rendered and reimbursement of expenses incurred during the Final Application Period in the amount of \$13,149,495.21 (the “**Final Application Amount**”). The Final Application Amount includes: (a) reimbursement of \$463,560.21 in actual and necessary expenses WF&G incurred in connection with its rendition of professional services; and (b) compensation of \$12,685,935.00 in fees for services rendered to the Debtors. To date, WF&G has been paid all of these amounts except \$1,183,248.34, which is comprised of: (i) \$400,583.85, representing the 15% which was held back relating to the Fourth Application Period; (ii) \$708,486.90 in fees and \$25,436.59 in actual and necessary expenses WF&G incurred in connection with its rendition of professional services for the period November 1, 2009 through December 6, 2009; (iii) \$10,451.50 in fees and \$1,271.92 in actual and necessary expenses, which were incurred during the Fourth Application Period but were not previously included in WF&G's Fee Statements; and (iv) amounts which have already been authorized to have been paid, including \$34,895.38 in fees and \$2,478.20 in actual and necessary expenses WF&G incurred in connection with its rendition of professional services for the period October 1, 2009 through October 31, 2009 to LES.<sup>3</sup>

3. Though it is WF&G's standard practice to bill its clients for all hours devoted to a case, WF&G, in its discretion, has voluntarily written off approximately \$163,100.00 in fees for services rendered to the Debtors in these cases. Such amount was never billed and is already excluded from the Final Application Amount.

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<sup>3</sup> The Final Application Amount does not include fees for services rendered solely to OneStop (as defined below). At this time, WF&G seeks only interim allowance of fees for services rendered to OneStop during the Fourth Application Period. WF&G intends to submit a supplemental final fee application to seek final allowance of the fees and expenses incurred in connection with the representation of OneStop.

4. By this Final Application, WF&G seeks final allowance and payment of compensation for all services rendered and expenses incurred during the Final Application Period.

#### **JURISDICTION AND VENUE**

5. This Court has jurisdiction to consider the Final Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016.

#### **BACKGROUND**

6. On November 26, 2008 (the “Initial Petition Date”) LFG and LES each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On March 6, 2009, March 27, 2009, March 31, 2009, July 17, 2009, October 12, 2009 and November 4, 2009, various other LFG affiliates (LandAmerica Assessment Corporation (“LAC”), LandAmerica Title Company (“LandAm Title”), Southland Title Corporation, Southland Title of Orange County and Southland Title of San Diego (collectively, the “Southland Entities”), LandAmerica Credit Services, Inc. (“LandAm Credit”), Capital Title Group, Inc. (“CTG”) and LandAmerica OneStop, Inc. (“OneStop”)) each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, respectively. Pursuant to orders of this Court dated November 28, 2008, March 11, 2009, April 8, 2009, April 9, 2009, July 22, 2009, October 26, 2009 and November 13, 2009, the chapter 11 cases of the Debtors are being jointly administered under case number 08-35994. No trustee or examiner has been appointed in any of the Debtors’ chapter 11 cases.

7. On December 3, 2008, the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors in the

case of (a) LFG (the “LFG Creditors Committee”), and (b) LES (the “LES Creditors Committee,” and, together with the LFG Creditors Committee, the “Creditors Committees”).

8. On June 4, 2009, the U.S. Trustee filed his Amended Appointment of Unsecured Creditors Committee, adding two (2) additional members to the LES Creditors Committee.

9. On September 9, 2009, the Debtors filed initial drafts of the Joint Chapter 11 Plan of LandAmerica Financial Group, Inc. and its Affiliated Debtors (as amended, the “Plan”) and Disclosure Statement with Respect to the Joint Chapter 11 Plan of LandAmerica Financial Group, Inc. and its Affiliated Debtors (as amended, the “Disclosure Statement”).

10. By order dated October 14, 2009, this Court approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code and authorized the Debtors to solicit votes to accept or reject the Plan from certain creditors.

11. On November 23, 2009, this Court entered an order confirming the Plan as to all Debtors other than OneStop. The effective date with respect to the Plan occurred on December 7, 2009 (the “Effective Date”).

#### **WF&G'S FEES AND EXPENSES**

12. WF&G's services in these cases have been substantial, necessary, and beneficial to the Debtors, their estates, creditors and other parties in interest. Throughout these cases, the variety and complexity of the issues involved in these cases and the need to address certain matters on an expedited basis has required WF&G, in the discharge of its professional responsibilities, to devote substantial time by professionals from several legal disciplines on a daily basis.

13. Specifically, WF&G's requests reflect the requisite time, skill, and effort WF&G expended towards, inter alia: (a) obtaining approval to sell LFG's underwriting

subsidiaries, which made up a substantial portion of the Debtors' revenues; (b) working with LFG to evaluate, market, sell, and/or wind-down, as applicable, the Debtors' and their non-Debtor subsidiaries' remaining businesses; (c) implementing a protocol to resolve both inter-estate and LES related disputes; (d) formulating, negotiating and drafting the Plan and the Disclosure Statement; (e) litigating disputes in connection with the adversary proceedings that have been initiated in the Debtors' chapter 11 cases; (f) disposing of over fifty of the Debtors' leasehold interests in order to mitigate losses and maximize values for the Debtors' estates; (g) reviewing and objecting to claims filed against the Debtors; (h) seeking and obtaining confirmation of the Plan over numerous objections; and (i) otherwise moving the Debtors through the chapter 11 process without undue delay.

14. In accordance with section II.B. of the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, issued January 30, 1996 (the "**UST Guidelines**"), WF&G makes the following disclosures:

- (a) The Debtors have been given an opportunity to review WF&G's fees and expenses accrued during the Final Application Period.
- (b) The Debtors filed initial versions of the Plan and the Disclosure Statement on September 9, 2009. The Debtors filed amended versions of the Disclosure Statement on October 12, 2009 and October 13, 2009, and amended versions of the Plan on October 2, 2009, October 12, 2009, October 13, 2009, October 24, 2009 and November 16, 2009. The Disclosure Statement was approved by the Court on October 14, 2009. The Plan was confirmed by the Court on November 18, 2009, and an order confirming the Plan as to all Debtors other than OneStop was entered on November 23, 2009.<sup>4</sup>

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<sup>4</sup> An order approving the Disclosure Statement with respect to OneStop was entered by the Court on December 18, 2009, and a hearing to consider confirmation of the Plan with respect to OneStop is currently scheduled for February 9, 2010.

- (c) To the best of WF&G's knowledge, all quarterly fees have been paid to the U.S. Trustee, and required monthly operating reports covering the period from the Initial Petition Date through December 6, 2009 have been filed.
- (d) WF&G is advised that as of November 30, 2009, the Debtors held the following cash on hand: LFG held approximately \$100,867,000; LES held approximately \$130,072,000; LAC held approximately \$3,192,000; LandAm Title held approximately \$941,000; the Southland Entities held approximately \$4,277,000; LandAm Credit held approximately \$3,196,000; CTG held approximately \$500,000; and OneStop held approximately \$18,497,000.
- (e) WF&G is advised that, prior to the Effective Date, the Debtors paid undisputed administrative expenses in the ordinary course of business.

15. By order dated May 16, 2009, this Court approved on an interim basis the allowance of \$4,062,498.00, representing 100% of the fees for professional services rendered by WF&G from November 26, 2008 through February 28, 2009 (the "**First Application Period**"), and \$129,170.77, representing 100% of the actual and necessary expenses incurred in connection with the rendering of such professional services. By order dated September 2, 2009, this Court approved on an interim basis the allowance of \$3,467,779.00, representing 100% of the fees for professional services rendered by WF&G from March 1, 2009 through May 31, 2009 (the "**Second Application Period**"), and \$136,347.64, representing 100% of the actual and necessary expenses incurred in connection with the rendering of such professional services. By order dated November 24, 2009, this Court approved on an interim basis the allowance of \$2,478,163.50, representing 100% of the fees for professional services rendered by WF&G from June 1, 2009 through August 31, 2009 (the "**Third Application Period**"), and \$115,329.05, representing 100% of the actual and necessary expenses incurred in connection with the rendering of such professional services.

**MONTHLY FEE STATEMENTS**

16. WF&G was retained as counsel to LFG and LES, effective as of the Initial Petition Date, pursuant to an order of this Court dated December 22, 2008. On December 22, 2008, this Court entered an Order Under Sections 105(a) and 331 of Bankruptcy Code Establishing Procedures for Interim Compensation (the “**Interim Compensation Order**”). The Interim Compensation Order provides, among other things, that retained professionals of the Debtors are required to serve monthly itemized billing statements (each, a “**Fee Statement**”) on the U.S. Trustee, the Debtors, counsel to the Debtors, and counsel to the Creditors Committees. Upon passage of a twenty (20) day objection period, if no objections have been received, the Debtors are authorized to pay to the professionals 85% of the fees and 100% of the expenses requested.

17. In compliance with the Interim Compensation Order, WF&G has submitted three (3) Fee Statements relating to the Fourth Application Period. Payment on account of these Fee Statements has been requested as follows:

- (a) Pursuant to the Fee Statement for the period September 1, 2009 through September 30, 2009 (the “**September Fee Statement**”), WF&G has requested payment of \$603,768.18 representing 85% of the total fees requested for services rendered (i.e., \$710,315.50), and \$18,339.82 representing 100% of the expenses incurred during the period.
- (b) Pursuant to the Fee Statement for the period October 1, 2009 through October 31, 2009 (the “**October Fee Statement**”), WF&G has requested payment of \$957,720.08 representing 85% of the total fees requested for services rendered (i.e., \$1,126,729.50), and \$37,664.42 representing 100% of the expenses incurred during the period.
- (c) Pursuant to the Fee Statement for the period November 1, 2009 through December 6, 2009 (the “**November Fee Statement**”), WF&G has requested payment of \$708,486.90 representing 85% of the total fees requested for services

rendered (i.e., \$833,514.00), and \$25,436.59, representing 100% of the expenses incurred during the period.

18. No objections to the September Fee Statement, the October Fee Statement or the November Fee Statement were submitted. In accordance with the Interim Compensation Order, WF&G has received payment of \$622,108.00 relating to the September Fee Statement and \$958,010.82 relating to the October Fee Statement.<sup>5</sup> As of the date of this Final Application, however, WF&G has not received payment for the November Fee Statement.

#### **FINAL FEE APPLICATION**

19. Prior to the Initial Petition Date, WF&G received retainers aggregating \$700,000.00. Certain of these retainers were applied to fees for services rendered and reimbursement for expenses incurred prior to the Initial Petition Date. Currently, WF&G holds a retainer in the amount of \$486,244.000. No agreement or understanding exists between WF&G and any other entity for the sharing of compensation to be received for services rendered in or in connection with these cases.

20. By this Final Application, WF&G seeks final allowance and payment of compensation for all services rendered and expenses incurred during the Final Application Period (i.e., \$13,149,494.71), which consists of the fees and expenses for the First Application Period through the Fourth Application Period.<sup>6</sup> During the Final Application Period, WF&G expended a total of 23,332.70 hours on matters relating to the Debtors' cases, which resulted in a blended hourly rate of \$543.70.

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<sup>5</sup> Although approved to be paid, WF&G has yet to receive \$34,895.38 in fees and \$2,478.20 in actual and necessary expenses WF&G incurred in connection with its rendition of professional services to LES for the period October 1, 2009 through October 31, 2009.

<sup>6</sup> This amount does not include certain fees incurred in connection with WF&G's representation of OneStop.

21. WF&G maintains written records of the time expended by attorneys and paraprofessionals in the rendition of professional services to the Debtors. Such time records are made contemporaneously with the rendition of services by the person rendering such services. Copies of the time records for the Final Application Period, broken down by matter, are annexed hereto as part of Exhibits B-1, B-2, B-3 and B-4.<sup>7</sup> Additionally, annexed hereto as part of Exhibit B is a list of all of the matters for which services were rendered and the aggregate amount of hours and fees expended for each of those matters.

22. For the convenience of the Court and parties in interest, annexed hereto as Exhibits C-1, C-2, C-3 and C-4 is a list of the attorneys and paraprofessionals who have worked on these cases during the Final Application Period, his or her hourly billing rate, and the amount of WF&G's fees attributable to each individual.

23. WF&G also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of professional services. Schedules setting forth the categories of expenses and amounts for which reimbursement is requested are annexed hereto as Exhibits D-1, D-2, D-3 and D-4.

24. Pursuant to the Interim Compensation Order and UST Guidelines, WF&G recorded its services rendered and disbursements incurred on different matters reasonably expected by the Debtors to continue over a period of at least three months and to constitute a substantial portion of the fees sought during an application period.

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<sup>7</sup> Copies of the daily time records are being provided to the Court and the U.S. Trustee. Parties in interest required to be served with WF&G's Fee Statements pursuant to the Interim Compensation Order have previously been furnished with such daily time records. Copies of the time records will be made available to other parties in interest upon reasonable request.

## **SUMMARY OF SERVICES RENDERED**

25. Recitation of each and every item of professional services that WF&G performed would unduly burden the Court. Hence, the following summary highlights the major areas to which WF&G devoted substantial time and attention during the Final Application Period. The full breadth of WF&G's services is reflected in WF&G's time records.

### **A. General Chapter 11 and Case Administration of LFG's Case**

26. WF&G has contributed significantly to the efficient administration of LFG's bankruptcy case. Where possible, WF&G has attempted to resolve disputes consensually, without seeking judicial intervention. WF&G has actively sought to maintain an efficient working relationship with Court personnel, the U.S. Trustee, counsel to the Creditors Committees and other parties in interest, and to guide LFG, LES and the other Debtors to the culmination of their chapter 11 cases.

27. Prior to the Initial Petition Date, LFG was a holding company that operated through its various subsidiaries (collectively, the "Company"). Throughout the bankruptcy process, LFG maximized value for its creditors and its estate through sales of the Company's remaining businesses and/or the prompt and orderly wind-down and liquidation of such businesses.

28. The size and complexity of the Company's business operations as well as the numerous legal and business issues arising in LFG's case, necessitated a significant amount of communication among LFG's management and other professionals employed by LFG. As a means of coordinating and assessing the progress made in LFG's case, and to address the extensive legal issues faced by LFG, conference calls were routinely held throughout the Final Application Period among LFG's personnel, WF&G, its co-counsel, McGuireWoods LLP ("MGW"), LFG's financial advisors, Zolfo Cooper ("Zolfo"), and other professionals retained

by the Debtors. The purpose of these calls and meetings was to discuss both short-term and long-term strategies of the case, identify and address various issues affecting LFG, and provide necessary updates of information designed to assist all parties in providing their professional services efficiently. Accordingly, such calls and meetings served the important function of, among other things, assigning tasks to specific parties to avoid the duplication of efforts among the professionals and management.

29. In addition, LFG and WF&G worked closely with the LFG Creditors Committee and its professionals to keep all parties fully informed of the legal, operational, financial and other issues affecting LFG's estate including, but not limited to: (a) the evaluation, marketing, sale, and/or wind-down, as applicable, of the Company's businesses; (b) the analysis and review of proofs of claims filed against LFG; (c) the evaluation of pending and threatened litigation against the LFG estate; (d) the negotiation of various settlements, including those with the Pension Benefit Guaranty Corporation (the "PBGC") and Fidelity National Financial, Inc. ("FNF"); and (e) the negotiation, drafting, solicitation and confirmation of the Plan. Also, throughout the Final Application Period, WF&G attorneys assisted LFG and Zolfo in preparing timely and informative responses to inquiries from the LFG Creditors Committee and numerous individual stakeholders, and participated in meetings with both Creditors Committees to consensually resolve various issues relating to LFG's and other Debtors' estates.

30. Throughout the Final Application Period, various LFG subsidiaries identified the need to file for chapter 11 bankruptcy protection in order to help with the orderly sale or wind-down of their businesses. During the Fourth Application Period, WF&G attorneys prepared and filed voluntary petitions and other first day pleadings on behalf of CTG and OneStop to ensure smooth transitions into chapter 11 for both subsidiaries. Further, WF&G

assisted CTG and OneStop in compiling and filing schedules of assets and liabilities and statements of financial affairs, which were timely filed on October 12, 2009 and November 4, 2009, respectively. WF&G also assisted CTG and OneStop in obtaining approval of a motion to establish a deadline to file proofs of claim against their estates. By order dated November 13, 2009, this Court established December 14, 2009 as the general claims bar date for both CTG and OneStop, April 12, 2010 as the governmental unit bar date for CTG, and May 4, 2010 as the governmental unit bar date for OneStop.

**B. The Fidelity Transaction and Settlement**

31. Prior to the Initial Petition Date, approximately 85 to 90% of the Company's revenues were derived from LFG's primary title insurance underwriting subsidiaries – Commonwealth Land Title Insurance Company, Lawyers Title Insurance Corporation, and United Capital Title Insurance Company, and their respective subsidiaries (collectively, the "Underwriters"). During the First Application Period and the Second Application Period, WF&G attorneys spent significant time negotiating and working to ensure that the sale of the Underwriters to Fidelity (as defined below) was approved by the Court and timely consummated.

32. WF&G attorneys encountered many hurdles in the process of procuring approval of the sale of the Underwriters to FNF, Fidelity National Title Insurance Company ("FNTIC") and Chicago Title Insurance Company ("CTIC," and collectively with FNF and FNTIC, "Fidelity"). Specifically, shortly after the Initial Petition Date, WF&G assisted the Debtors in obtaining court approval for the sale over vociferous objections from strategic parties, among others, who sought to block the Fidelity transaction by invoking FTC concerns. Thereafter, WF&G attorneys assisted LFG in seeking specific performance after Fidelity tried to withdraw from the deal. Ultimately, the sale of the Underwriters to Fidelity closed on December 22, 2008, yielding significant value to LFG's estate. As part of the sale, the Court approved a

transition services agreement that required LFG and Fidelity to provide substantial transition-related services to one another (the “**Transition Services Agreement**”). Thus, even after the Fidelity sale closed, numerous disputes under the Transition Services Agreement persisted between the parties.

33. In an effort to consensually resolve all claims asserted by and between LFG, LES, the Southland Entities, the Underwriters and Fidelity, in August 2009, the Debtors, with the assistance of WF&G attorneys, the LFG Creditors Committee and representatives of Fidelity began negotiations of a global settlement between the parties. After weeks of extensive arm’s length negotiations, the parties reached an agreement that resolved significant claims between the Debtors and Fidelity and provided a cash payment to the LFG estate in the amount of \$5.225 million (the “**Fidelity Settlement**”). In the absence of the Fidelity Settlement, the Debtors and Fidelity would likely have been mired in lengthy and costly litigation to resolve all claims among each other. On September 10, 2009, the Debtors filed a motion to approve the Fidelity Settlement, and on September 14, 2009, this Court entered an order approving the Fidelity Settlement.

C. **Asset Sales**

34. Following the sale of the Underwriters, WF&G worked with Zolfo and LFG to evaluate the Company’s remaining businesses to determine the manner in which to best maximize value, including through one or more sales of such remaining businesses and/or the prompt and orderly wind-down and liquidation of such businesses. As of the Initial Petition Date, LFG wholly-owned approximately 28 direct subsidiaries and approximately 219 active and inactive indirect subsidiaries (certain of which are joint ventures), and it owned an interest in approximately 14 non-title joint ventures. During the Final Application Period, LFG, together with Zolfo and the assistance of WF&G attorneys, marketed, negotiated and pursued more than a

dozen different transactions. WF&G attorneys devoted significant time to drafting and negotiating asset purchase agreements and stock purchase agreements for such transactions.

35. During the Fourth Application Period, WF&G attorneys negotiated and sought Court approval of a sale of OneStop's Tax and Flood Services division to T&F Acquisitions Group, LLC. By order of this Court dated September 18, 2009, the sale was approved, which resulted in a purchase price of approximately \$6 million to OneStop's estate before any working capital adjustments or transaction costs.

D. **General Chapter 11 and Case Administration of LES's Case**

36. Throughout the Final Application Period, WF&G contributed significantly to the efficient administration of LES's case. Prior to the Initial Petition Date, LES entered into agreements with customers (the "Exchange Agreements") whereby it acquired the net proceeds of the sales of relinquished properties (the "Exchange Funds") in order to facilitate like kind exchanges in accordance with the requirements of the Internal Revenue Code. WF&G attorneys worked with LES's customers, the LES Creditors Committee and the U.S. Trustee to ensure that the Exchange Funds were held in accordance with appropriate cash management procedures, which were approved by this Court and amended as circumstances required. On a daily basis, WF&G attorneys responded to numerous communications from LES customers inquiring as to the status of the Exchange Funds and LES's case.

37. In addition to the litigation and mediation referenced below, throughout the course of LES's case, WF&G assisted LES in negotiating settlements and obtaining Court approval of settlement agreements with several of LES's customers, including HealthCare REIT, RP One-DDD, IQC Properties, Inc., and Arboleda Corporation. The negotiations conducted by WF&G attorneys were key to reaching such settlement agreements.

38. In an effort to maximize the value of its estate, LES, with the assistance of WF&G and Zolfo, also focused its efforts on marketing and selling its investments in subordinate student loan auction rate securities (the “**Auction Rate Securities**”). Due to the illiquid nature of these assets, the potential sale of the Auction Rate Securities required prolonged discussions between the Debtors, the LES Creditors Committee, and prospective purchasers. During the Fourth Application Period, the Debtors entered into an agreement to retain SecondMarket, Inc., a licensed broker-dealer, to market and sell the Auction Rate Securities, which agreement was approved by the Court on November 17, 2009.

**E. 1031 Litigation**

39. During the course of the Final Application Period, more than one hundred (100) adversary proceedings were filed in this Court by LES customers in connection with the Exchange Agreements and the Exchange Funds, and several related actions have been filed in various state courts.

40. Due to the great number of adversary proceedings and the need for the Court to deal with these actions in an orderly and efficient manner, shortly after the Initial Petition Date, LES sought to establish procedures to settle disputes relating to the ownership of the Exchange Funds through the designation of four test cases (the “**Lead Cases**”). The litigation of the Lead Cases concluded with the entry, on April 15, 2009 and May 7, 2009, of two summary judgment opinions and orders, each in favor of LES finding that the Exchange Funds constituted property of LES’s estate. WF&G attorneys led the charge on these endeavors.

**F. The Inter-Estate and LES Mediations**

41. During the course of the Debtors’ cases, numerous global issues were efficiently handled through a comprehensive mediation. On May 21, 2009, this Court approved a protocol requested jointly by the Debtors and the Creditors Committees (the “**Mediation**

**Protocol**") providing for a two-step mediation of (a) certain inter-estate transactions between LFG and LES (the "**Inter-Estate Mediation**"), and (b) issues relating to a compromise plan of liquidation involving a global resolution of, among other things, the Lead Cases, which shared common legal and factual issues with other adversary proceedings then pending against LES (the "**LES Mediation**").

42. WF&G played a critical role in the creation and implementation of the Mediation Protocol and in the Inter-Estate and LES Mediations. In order to facilitate the Inter-Estate Mediation, WF&G prepared a mediation statement and actively participated in sessions with representatives of the Creditors Committees and the Honorable Frank Santoro. The Inter-Estate Mediation successfully concluded on July 2, 2009. Subsequently, WF&G prepared and submitted a second mediation statement, which set forth the Debtors' goals with respect to the LES Mediation, as well as an analysis of certain complex legal issues. Like the Inter-Estate Mediation, WF&G actively participated in the LES Mediation to reach a consensual resolution with respect to the allocation of LES's assets. The LES Mediation concluded on July 14, 2009, and the terms agreed upon in the Inter-Estate and LES Mediations formed the basis of the Plan that was ultimately confirmed.

**G. Plan of Liquidation and Disclosure Statement**

43. Immediately after the conclusion of the Inter-Estate Mediation and the LES Mediation, the Debtors and WF&G attorneys began formulating and drafting a plan of liquidation with the input of the Creditors Committees. WF&G attorneys devoted substantial time and effort to negotiating, drafting and finalizing the terms of the Plan, the Disclosure Statement and related documents. The Debtors, WF&G attorneys and the Creditors Committees exchanged over a dozen drafts of the Plan and the Disclosure Statement, and spent numerous hours negotiating to resolve contentious issues related to the Plan.

44. WF&G, on behalf of the Debtors, obtained Court approval of the Disclosure Statement through a lengthy hearing conducted on October 14, 2009, and in coordination with the Debtors' claims and balloting agent, assisted in the solicitation of the Plan.

45. Numerous objections to confirmation of the Plan were submitted. WF&G prepared and submitted a brief in support of the Plan, which required WF&G attorneys to spend considerable time researching complicated legal issues and coordinating responsive pleadings with counsel to the Creditors Committees. In addition to filing objections, many objectors, including the Grunstead Family Limited Partnership, appeared at the hearing to contest confirmation of the Plan. WF&G attorneys successfully negotiated the resolution of certain Plan objections and argued the remaining objections. WF&G's efforts culminated in the Court's speedy confirmation of the Plan on November 18, 2009, and the occurrence of the Effective Date on December 7, 2009.

#### H. Creditor/Claims Issues

46. Throughout the Final Application Period, WF&G attorneys responded to numerous communications from creditors received in these chapter 11 cases. Since the Initial Petition Date, WF&G, with Zolfo's assistance, worked diligently to review, reconcile and resolve numerous claims filed against the Debtors' estates. The Debtors settled certain prepetition and postpetition claims in accordance with the settlement procedures that were approved by this Court. Specifically, the Debtors entered into consensual agreements terminating or amending several of their unexpired non-residential real property leases. In addition, WF&G assisted the Debtors in negotiating the settlement of certain lawsuits that were pending against their estates. As a result, during the Fourth Application period, WF&G filed fourteen (14) omnibus claim objections on behalf of the Debtors seeking to expunge or amend numerous claims asserted against their estates.

**I. PBGC Settlement**

47. The PBGC asserted significant claims against the Debtors' estates in connection with the Company's Cash Balance Plan. During the Second Application Period, WF&G played a critical role in brokering an agreement with the PBGC to resolve issues that had threatened the successful completion of certain asset sales. During the Fourth Application Period, in order to consensually resolve all of the PBGC's claims asserted against the Debtors, representatives of the Debtors, the Creditors Committees and the PBGC entered into negotiations in September of 2009. After weeks of extensive arm's length negotiations, on October 23, 2009, the parties reached an agreement regarding a global settlement of the PBGC's claims (the "**PBGC Settlement**"). LFG agreed to pay the Cash Balance Plan fifteen million (\$15,000,000) dollars in exchange for the PBGC's release and discharge of all claims. Furthermore, the PBGC Settlement provided a means to effectuate a standard termination of the Company's Cash Balance Plan rather than a more costly distress or involuntary termination. In the absence of the PBGC Settlement, the parties involved would have likely engaged in costly litigation to resolve the PBGC's claims, and if the Company failed to prevail in such litigation, the Company may have been liable for the PBGC's claims and could arguably have been subject to liens that would have likely exceeded the settlement amount.

**J. General Litigation**

48. Throughout the Final Application Period, WF&G represented the Debtors in connection with various litigations in courts other than this Court brought against certain of the Debtors' current and former officers and employees by various plaintiffs who deposited Exchange Funds with LES prior to the Initial Petition Date. WF&G successfully negotiated agreements to stay these cases -- largely without the Court's intervention. In particular, during the Fourth Application Period, WF&G assisted the Debtors in obtaining tolling agreements from

many of the Debtors' current and former officers and directors to preserve certain causes of action and thereby gaining support for the temporary injunction provided for in the Plan.

**K. Beau Street v. CTG Real Estate**

49. During the Final Application Period, WF&G represented OneStop and CTG in connection with a complaint filed on February 13, 2009, by landlords, Beau Street Associates, Inc. and JBP Holdings, LLC, in Pennsylvania state court. During the Fourth Application Period, WF&G assisted with production of documents in connection with requests made by the plaintiffs, negotiated resolutions to various discovery disputes, and engaged in preliminary settlement discussions in connection with this action.

**L. Insurance Matters**

50. Throughout the Final Application Period, WF&G expended substantial time and effort addressing issues relating to the Debtors' insurance policies. WF&G assisted the Debtors in evaluating their insurance coverage, including directors' and officers', errors and omissions, fiduciary, and employed lawyers liability insurance. In particular, WF&G attorneys communicated with the Debtors' insurers regarding, among other things, settlement notifications and defense costs submissions to the insurers, and with the Creditors Committees regarding insurance proceeds. WF&G coordinated with the Debtors' insurance brokers and provided notice to such insurers of the various claims both pending and threatened in these cases.

**M. Executory Contracts/Leases**

51. The Debtors have spent a significant amount of time disposing of their interests in their real property leases. WF&G assisted the Debtors and Zolfo in evaluating and establishing stream-lined procedures whereby the Debtors disposed of many of their real property leasehold interests in order to mitigate losses and maximize value for their estates.

Further, with WF&G's assistance, the Debtors reached settlements with several vendors and landlords in accordance with the settlement procedures that have been approved in these cases.

**N. Tax**

52. Throughout the Final Application Period, WF&G assisted MGW in advising LFG with respect to various tax issues, including the preservation of net operating loss carryforwards arising from the sale of the Underwriters to Fidelity.

**O. WF&G Fee Application**

53. Throughout the Final Application Period, WF&G prepared and served Fee Statements in compliance with the Interim Compensation Order. In addition, during the Fourth Application Period, WF&G prepared, filed, and served its application for interim allowance of compensation relating to the Third Application Period.

**EVALUATING WF&G'S SERVICES**

54. The allowance of interim compensation for services rendered and reimbursement of expenses incurred in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

[A] debtor's attorney, or any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

55. Concerning the level of compensation, section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that the court may award to a professional person, including the debtor's attorney:

“reasonable compensation for actual, necessary services rendered by the . . . professional person, or attorney and by any paraprofessional person employed by any such person . . .”

11 U.S.C. § 330. The Congressional intent and policy expressed in section 330 of the Bankruptcy Code is to provide for adequate compensation to continue to attract qualified and competent practitioners to bankruptcy cases.

56. The “lodestar” method of fee calculation developed by the Third Circuit is the method used to determine a “reasonable” attorney fee in all the federal courts, including the bankruptcy courts. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974). The lodestar factors were adopted by the Fourth Circuit in Barber v. Kimbrells, Inc., 577 F.2d 216, 226 (4th Cir. 1978), cert. denied, 439 U.S. 934 (1978), and in Anderson v. Morris, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the district court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;

- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

### **WF&G'S REQUEST FOR FINAL COMPENSATION**

57. WF&G submits that its request for final allowance of compensation is reasonable. The services rendered by WF&G, as highlighted above, required substantial time and effort, resulting in the timely resolution of various issues presented in these cases. Furthermore, the Plan was confirmed in a concise time frame given the complexity of these cases, which was due, in part, to the efforts of WF&G.

58. The services rendered by WF&G during the Final Application Period were performed diligently and efficiently. Accordingly, when possible, WF&G delegated tasks to lower cost junior attorneys or, for discrete matters, to attorneys with specialized expertise in the particular task at issue. While that approach may have required intra-office conferences or involved individual attorneys who spent only a few hours on the matter at hand, the net result was enhanced cost efficiency.

59. In many instances, WF&G has been able to successfully resolve disputes without the need to resort to the Court. When necessary, however, WF&G actively represented the Debtors' interests before the Court and substantially furthered the Debtors' efforts to preserve the value of the Debtors' estates for their creditors.

60. During the Final Application Period, WF&G encountered a variety of challenging legal issues, often requiring substantial research and negotiation. WF&G brought to bear legal expertise in many areas, including bankruptcy, litigation, corporate and tax. WF&G attorneys have rendered advice in all of these areas with skill and dispatch.

61. The services rendered to the Debtors by WF&G during the Final Application Period required an aggregate expenditure of 23,332.70 recorded hours of the time of attorneys and paraprofessionals. Exhibits C-1 through C-4 set forth a list of such individuals, the aggregate amount of time expended by each, and the current hourly billing rate for each. The blended hourly rate for the services of attorneys who recorded time during the Final Application Period is \$579.39.<sup>8</sup>

62. WF&G's hourly rates and fees charged are consistent with the market rate for comparable services. The hourly rates and fees charged by WF&G are the same as those generally charged to, and paid by, WF&G's other clients. Indeed, unlike fees paid by most WF&G clients, due to the "holdback" of fees and the delays inherent in the fee application process, the present value of the fees paid to WF&G by the Debtors is less than fees paid monthly by other WF&G clients.

### **DISBURSEMENTS**

63. WF&G incurred actual and necessary out-of-pocket expenses during the Final Application Period, in connection with the rendition of the professional services described above, in the amounts set forth in Exhibits D-1 through D-4. By this Final Application, WF&G respectfully requests allowance of such reimbursement in full.

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<sup>8</sup> The blended hourly rate (excluding paraprofessional time) is calculated by dividing the total amount of fees earned by WF&G attorneys (\$12,196,056.50) by the total number of hours billed (21,049.70) by such attorneys. The blended hourly rate including paraprofessional time is \$543.70 or \$12,685,935.00 in fees billed by WF&G professionals (both attorneys and paraprofessionals) divided by 23,332.70 hours billed.

64. The disbursements for which WF&G seeks reimbursement include the following:

- (a) Duplicating – Charged at \$0.10 per page, based upon the cost of supplies. The charge per page includes a charge for maintaining the duplicating facilities;
- (b) Telecommunications – Long distance calls are billed at actual cost. There is no charge for outgoing or incoming facsimiles, except for the cost of any long distance transmissions;
- (c) Computer Research Charges – WF&G’s practice is to bill clients for LEXIS and Westlaw research at actual cost, which does not include amortization for maintenance and equipment;
- (d) Overtime Expenses – WF&G’s practice is to allow any attorney working later than 8:00 p.m. and any legal assistant working later than 7:30 p.m. to charge a working meal to the appropriate client;
- (e) Local Car Service – WF&G’s practice is to allow attorneys, legal assistants, and secretaries to charge car service to the appropriate client after 9:00 p.m.; and
- (f) Delivery Services – WF&G’s practice is to charge postal, overnight delivery, and courier services at actual cost.

65. Though WF&G’s practice is to bill clients for secretarial overtime and word processing at actual cost, WF&G, in its discretion, did not bill the Debtors for such charges.

### **NOTICE**

66. Pursuant to the Interim Compensation Order, WF&G will or has served copies of the Final Application on the Notice Parties (as defined therein). In addition, WF&G will or has served notice of the Final Application and notice of the hearing on the Final Application on the parties entitled to receive notice under the Amended Case Management Order [Docket No. 435]. WF&G submits that no other or further notice need be given.

**NO PRIOR REQUEST**

67. No previous motion for the relief sought herein has been made to this or to any other Court.

## **CONCLUSION**

WHEREFORE, WF&G respectfully requests that this Court enter an order, substantially in the form annexed hereto as Exhibit E:

- (a) allowing interim compensation to WF&G for services rendered from September 1, 2009 through December 6, 2009, inclusive, in the amount of \$2,681,010.50;
- (b) allowing interim reimbursement to WF&G of actual, necessary expenses incurred in connection with the rendition of such services from September 1, 2009 through December 6, 2009, inclusive, in the amount of \$82,712.75;
- (c) allowing final compensation to WF&G for services rendered from November 26, 2008 through December 6, 2009, inclusive, in the amount of \$12,685,935.00;
- (d) allowing final reimbursements to WF&G of actual, necessary expenses incurred in connection with the rendition of services from November 26, 2008 through December 6, 2009, inclusive, in the amount of \$463,560.21;
- (e) allowing WF&G to apply its retainer in the amount of \$486,244.00 to the payment of all fees and expenses incurred by WF&G that remain unpaid (i.e., \$1,183,248.34);
- (f) approving and directing the Debtors' payment of all fees and expenses incurred by WF&G that remain unpaid after application of the retainer, in the amount of \$697,004.34; and

(g) granting such other and further relief as may be just or proper.

Dated: Richmond, Virginia  
January 15, 2010

Respectfully submitted,

/s/ Rachel C. Strickland  
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(212) 728-8000

-and-

/s/ John H. Maddock III  
Dion W. Hayes (VSB No. 34304)  
John H. Maddock III (VSB No. 41044)  
McGUIREWOODS LLP  
One James Center  
901 East Cary Street  
Richmond, Virginia 23219-4030  
(804) 775-1000

Attorneys for the Debtors and Debtors in Possession

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**EXHIBIT A-1**

**SERVICES RENDERED BY CATEGORY  
NOVEMBER 26, 2008 THROUGH FEBRUARY 28, 2009**

<b>Service Category</b>	<b>Hours</b>	<b>Fees Earned</b>
General Chapter 11	448.40	236,511.50
General Litigation	393.30	189,771.00
General Corporate	393.40	269,857.50
Executory Contracts and Leases	27.00	15,311.50
Employee/Pension/Labor	9.20	6,014.00
Tax Issues	13.10	9,687.00
Creditor/Claim Issues	88.00	51,691.00
WF&G Retention	16.90	6,831.50
Non-WF&G Retention	41.20	22,918.00
WF&G Fee Applications	58.00	22,086.00
Non-WF&G Fee Applications	1.40	329.00
Schedules/Statements/Monthly Reports	83.00	42,956.00
Cash Collateral	7.20	5,628.00
Plan of Reorganization/Disclosure Statement	7.90	5,508.50
Asset Sales	344.40	212,644.00
1031 Litigation	3,034.40	1,659,204.00
Fidelity Transaction	1,553.90	973,594.50
SEC Matters	158.20	90,628.50
LandAmerica Assessment Corp.	73.40	38,470.00
LES General Chapter 11	314.20	165,905.50
Beau Street v. CTG Real Estate	65.40	36,951.00
<b>TOTAL</b>	<b>7,131.90</b>	<b>\$4,062,498.00</b>

**EXHIBIT A-2**

**SERVICES RENDERED BY CATEGORY  
MARCH 1, 2009 THROUGH MAY 31, 2009**

<b>Service Category</b>	<b>Hours</b>	<b>Fees Earned</b>
General Chapter 11	398.20	220,566.00
General Litigation	324.30	158,609.50
General Corporate	390.60	264,405.00
Executory Contracts and Leases	150.10	75,805.00
Automatic Stay	25.00	14,584.50
Employee/Pension/Labor	108.80	65,449.50
Tax Issues	12.10	9,271.00
Creditor/Claim Issues	184.30	90,843.00
WF&G Retention	2.90	1,349.50
Non-WF&G Retention	74.40	42,619.00
WF&G Fee Applications	96.30	41,087.50
Non-WF&G Fee Applications	11.30	5,433.50
Schedules/Statements/Monthly Reports	3.90	2,595.50
Plan of Reorganization/Disclosure Statement	41.20	24,271.00
Asset Sales	1,007.80	564,623.00
1031 Litigation	2,257.10	1,191,985.50
Fidelity Transaction	2.00	1,390.00
SEC Matters	359.40	202,584.50
LandAmerica Assessment Corp.	96.10	55,620.50
LES General Chapter 11	39.90	22,291.50
Beau Street v. CTG Real Estate	627.50	262,481.00
LandAmerica Title Company	32.60	20,119.00
Southland Entities	39.60	19,847.00
Inter-Estate Plan and Mediation	169.30	105,576.00
Regulatory Compliance	7.00	4,371.50
<b>TOTAL</b>	<b>6,461.70</b>	<b>\$3,467,779.00</b>

**EXHIBIT A-3**

**SERVICES RENDERED BY CATEGORY  
JUNE 1, 2009 THROUGH AUGUST 31, 2009**

<b>Service Category</b>	<b>Hours</b>	<b>Fees Earned</b>
General Chapter 11	237.50	\$122,242.50
General Litigation	163.60	\$86,555.00
General Corporate	84.60	\$57,750.50
Executory Contracts and Leases	123.20	\$58,358.50
Automatic Stay	50.70	\$34,200.00
Employee/Pension/Labor	11.80	\$6,472.00
Tax Issues	15.10	\$10,432.50
Creditor/Claim Issues	619.60	\$298,570.00
Non-WF&G Retention	50.80	\$29,367.50
WF&G Fee Applications	83.10	\$31,728.50
Non-WF&G Fee Applications	5.20	\$2,250.00
Schedules/Statements/Monthly Reports	0.90	\$440.00
Plan of Reorganization/Disclosure Statement	573.50	\$295,445.00
Asset Sales	298.70	\$147,684.50
1031 Litigation	455.60	\$255,250.50
Fidelity Transaction	2.60	\$1,983.00
SEC Matters	323.90	\$156,798.50
LandAmerica Assessment Corp.	9.10	\$5,386.00
LES General Chapter 11	59.20	\$32,993.00
Beau Street v. CTG Real Estate	82.80	\$43,190.00
LandAmerica Title Company	180.90	\$119,025.50
LandAmerica Credit Services	23.50	\$8,796.50
Southland Entities	4.10	\$2,957.50
Inter-Estate Plan and Mediation	703.60	\$421,191.50
Regulatory Compliance	65.10	\$36,262.50
LES Plan Mediation	365.90	\$212,832.50
<b>TOTAL</b>	<b>4,594.60</b>	<b>\$2,478,163.50</b>

**EXHIBIT A-4**

**SERVICES RENDERED BY CATEGORY  
SEPTEMBER 1, 2009 THROUGH DECEMBER 6, 2009**

<b>Service Category</b>	<b>Hours</b>	<b>Fees Earned</b>
General Chapter 11	170.80	84,735.50
General Litigation	104.40	43,228.00
General Corporate	221.20	150,684.50
Executory Contracts and Leases	99.30	40,291.00
Automatic Stay	13.70	5,251.00
Employee/Pension/Labor	18.00	12,156.00
Tax Issues	4.50	3,159.00
Creditor/Claim Issues	2,067.40	1,059,563.00
WF&G Retention	1.40	532.00
Non-WF&G Retention	0.40	192.00
WF&G Fee Applications	59.20	20,261.00
Non-WF&G Fee Applications	9.50	2,944.00
Schedules/Statements/Monthly Reports	0.50	258.50
Plan of Reorganization/Disclosure Statement	1,555.20	766,526.50
Asset Sales	288.50	169,635.00
1031 Litigation	282.00	177,345.50
Fidelity Transaction	49.90	32,322.00
SEC Matters	13.50	8,956.00
LES General Chapter 11	70.80	41,728.50
Beau Street v. CTG Real Estate	20.30	10,050.00
LandAmerica Title Company	93.10	45,676.00
LandAmerica Credit Services	2.40	593.00
LES Plan Mediation	0.30	256.50
Capital Title Group	1.60	1,150.00
LandAmerica OneStop	8.60	3,516.00
<b>TOTAL</b>	<b>5,156.50</b>	<b>\$2,681,010.50<sup>1</sup></b>

<sup>1</sup>

The Interim Application Amount also includes approximately \$10,451.50 in fees, which were incurred during the Fourth Application Period but were not previously included in WF&G's Fee Statements.

**EXHIBIT B-1**

**SERVICES RENDERED BY PROFESSIONALS  
NOVEMBER 26, 2008 THROUGH FEBRUARY 28, 2009**

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
<b>PARTNERS</b>						
Marc Abrams	Bankruptcy	1978	Partner (4/30/90)	4.90	994	4,875.50
Mitchell J. Auslander	Litigation	1980	Partner (1/1/89)	13.50	995	13,432.50
Gregory S. Bruch	Litigation	1985	Partner (5/12/08)	11.30	995	11,243.50
Mark A. Cognetti	Corporate	1998	Partner (1/1/07)	42.00	695	29,190.00
Henry M. Cohn	Tax	1980	Partner (1/1/90)	4.50	950	4,275.00
Hillel Jacobson	Tax	1999	Partner (1/1/08)	0.70	695	486.50
Lawrence O. Kamin	Litigation	1976	Partner (1/1/85)	474.60	950	450,870.00
Martin B. Klotz	Litigation	1991	Partner (1/1/97)	7.40	855	6,327.00
Stephen T. Lindo	Employee Benefits	1974	Partner (10/31/88)	0.40	995	398.00
Terence K. McLaughlin	Litigation	1996	Partner (1/1/05)	228.20	695	158,599.00
Bernard A. Nigro, Jr.	Litigation	1986	Partner (1/1/06)	116.30	950	110,485.00
David E. Rubinsky	Employee Benefits	1996	Partner (1/1/07)	1.00	695	695.00
Paul V. Shalhoub	Bankruptcy	1991	Partner (1/1/00)	309.90	855	264,964.50
Rachel C. Strickland	Bankruptcy	1998	Partner (1/1/07)	433.10	695	301,004.50
<b>TOTAL PARTNERS:</b>				<b>1,647.80</b>	<b>\$1,356,846.00</b>	
<b>COUNSEL</b>						
Jonathan Konoff	Corporate	1991	Special Counsel	1.00	690	690.00
Russell L. Smith	Government Relations	1972	Special Counsel	2.20	855	1,881.00
<b>TOTAL SPECIAL COUNSEL:</b>				<b>3.20</b>	<b>\$2,571.00</b>	
<b>ASSOCIATES</b>						
Barbara A. Block	Government Relations	2003	Associate	0.40	625	250.00
Elizabeth Bower	Litigation	2001	Associate	604.30	680	410,924.00
Kevin Brown	Litigation	2008	Associate	15.80	290	4,582.00
Tonisha Calbert	Corporate	2007	Associate	3.90	465	1,813.50

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
Jeffrey B. Clancy	Corporate	2000	Associate	213.50	680	145,180.00
Kristin M. Darr	Litigation	2006	Associate	10.20	510	5,202.00
Laurita M. Denny	Litigation	2007	Associate	560.70	465	260,725.50
Jennifer Dudanowicz	Bankruptcy	2007	Associate	47.80	465	22,227.00
Jeffrey Goldfarb	Corporate	2001	Associate	2.10	680	1,428.00
Matthew J. Guercio	Corporate	2003	Associate	176.90	625	110,562.50
Rebecca Gutner	Tax	2006	Associate	3.10	510	1,581.00
Sandra Hanna	Litigation	2001	Associate	124.70	680	84,796.00
Jennifer Hardy	Bankruptcy	2007	Associate	12.80	465	5,952.00
Thomas S. Hur	Litigation	1999	Associate	2.20	685	1,507.00
Amina Jafri	Litigation	2005	Associate	487.40	530	258,322.00
Emma James	Litigation	2007	Associate	209.40	465	97,371.00
Jamie Ketten	Bankruptcy	2003	Associate	367.40	625	229,625.00
Alison R. Levine	Litigation	2008	Associate	8.80	290	2,552.00
Jeremy A. Linden	Litigation	2007	Associate	33.40	465	15,531.00
Jordana Linder	Bankruptcy	2007	Associate	383.20	465	178,188.00
Nancy McCabe	Insurance	1993	Associate	155.60	685	106,586.00
Derek M. Schoenmann	Litigation	2003	Associate	258.40	625	161,500.00
Khiran Sidhu	Litigation	2008	Associate	155.80	380	59,204.00
Michael P. Trahar	Litigation	2004	Associate	177.40	590	104,666.00
Stephen B. Vogel	Litigation	2003	Associate	69.70	625	43,562.50
Nelson Wagner	Litigation	2008	Associate	58.10	380	22,078.00
Brian J. Weinberger	Real Estate	2006	Associate	3.70	510	1,887.00
Monica Welby	Litigation	2005	Associate	72.60	530	38,478.00
Jeffrey A. Williams	Litigation	2007	Associate	36.80	465	17,112.00
Christopher Williamson	Litigation	2004	Associate	32.40	590	19,116.00
Seth Zelnick	Corporate	2005	Associate	2.30	530	1,219.00
<b>TOTAL ASSOCIATES:</b>				<b>4,290.80</b>	<b>\$2,413,728.00</b>	

**LAW CLERKS**

Howard Block	Corporate	2008	Law Clerk	17.70	290	5,133.00
Chantalle Fish	Litigation	2008	Law Clerk	1.00	290	290.00
Gregory Reid	Litigation	2008	Law Clerk	436.70	290	126,643.00
D.J. Stauber	Tax	2008	Law Clerk	10.50	290	3,045.00
Marina I. Zelinsky	Bankruptcy	2008	Law Clerk	5.70	290	1,653.00
<b>TOTAL LAW CLERKS:</b>				<b>471.60</b>	<b>\$136,764.00</b>	

**LEGAL ASSISTANTS**

Andy Alcindor	Litigation		Legal Asst.	8.40	105	882.00
Janice Amador	Litigation		Legal Asst.	0.20	235	47.00
Alison R. Ambeault	Bankruptcy		Legal Asst.	199.50	235	46,882.50
Michael Arakelyan	Litigation		Legal Asst.	0.40	125	50.00
Elizabeth Bubriski	Bankruptcy		Legal Asst.	27.10	165	4,471.50
Janine D'Aniello	Litigation		Law Clerk	7.20	260	1,872.00
Arthur Daye, Jr.	Litigation		Legal Asst.	13.30	175	2,327.50
Lance Esteibar	Litigation		Legal Asst.	4.60	185	851.00
Kelly Fitzgerald	Bankruptcy		Legal Asst.	52.50	165	8,662.50
Nathan Ford	Litigation		Legal Asst.	2.00	175	350.00

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
Ashley D. Hardwick	Corporate		Legal Asst.	3.30	250	825.00
Diane Hinrichs	Litigation		Legal Asst.	204.40	260	53,144.00
Lauren Kessler	Litigation		Legal Asst.	62.00	175	10,850.00
David King	Government Relations		Legal Asst.	2.10	175	367.50
Susan Lacheman	Litigation		Legal Asst.	12.30	240	2,952.00
Chris Lisciandro	Litigation		Legal Asst.	6.30	175	1,102.50
Sal Mancuso	Litigation		Legal Asst.	0.70	240	168.00
Andy McClure	Litigation		Legal Asst.	5.50	175	962.50
Ashley Moore	Litigation		Legal Asst.	3.50	205	717.50
Peter Mularczyk	Real Estate		Legal Asst.	8.00	175	1,400.00
Ana Munoz	Litigation		Legal Asst.	81.60	135	11,016.00
Joshua Rosenthal	Litigation		Legal Asst.	0.70	165	115.50
Adam Scavone	Bankruptcy		Legal Asst.	0.90	175	157.50
Haley Schaeffer	Litigation		Legal Asst.	1.50	175	262.50
Ann Staron	Corporate		Legal Asst.	4.20	250	1,050
Caitlin Wong	Litigation		Legal Asst.	6.30	175	1,102.50
<b>TOTAL LEGAL ASSISTANTS:</b>				<b>718.50</b>		<b>\$152,589.00</b>
<b>GRAND TOTAL:</b>				<b>7,131.90</b>		<b>\$4,062,498.00</b>

**EXHIBIT B-2**

**SERVICES RENDERED BY PROFESSIONALS  
MARCH 1, 2009 THROUGH MAY 31, 2009**

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
<b>PARTNERS</b>						
Mitchell J. Auslander	Litigation	1980	Partner (1/1/89)	13.00	995	12,935.00
Gregory S. Bruch	Litigation	1985	Partner (5/12/08)	33.20	995	33,034.00
Mark A. Cognetti	Corporate	1998	Partner (1/1/07)	68.60	695	47,677.00
Kelly Hnatt	Litigation	1989	Partner (1/1/98)	2.90	855	2,479.50
Lawrence O. Kamin	Litigation	1976	Partner (1/1/85)	259.9	950	246,905.00
Michael J. Kelly	Bankruptcy	1988	Partner (1/1/97)	0.10	855	85.50
Martin B. Klotz	Litigation	1991	Partner (1/1/97)	3.70	855	3,163.50
Alan Lipkin	Bankruptcy	1978	Partner (1/1/89)	0.10	950	95.00
Terence K. McLaughlin	Litigation	1996	Partner (1/1/05)	117.80	695	81,871.00
Bernard A. Nigro, Jr.	Litigation	1986	Partner (1/1/06)	1.20	950	1,140.00
Christopher Peters	Tax	1997	Partner (1/1/07)	4.80	695	3,336.00
David E. Rubinsky	Employee Benefits	1996	Partner (1/1/07)	3.40	695	2,363.00
Paul V. Shalhoub	Bankruptcy	1991	Partner (1/1/00)	145.30	855	124,231.50
Rachel C. Strickland	Bankruptcy	1998	Partner (1/1/07)	331.10	695	230,114.50
<b>TOTAL PARTNERS:</b>				<b>986.50</b>	<b>\$789,430.50</b>	
<b>COUNSEL</b>						
Peter Allman	Employee Benefits	1980	Special Counsel	0.50	690	345.00
Ian Hochman	Litigation	1997	Special Counsel	6.50	690	4,485.00
Kim A. Walker	Intellectual Property	1991	Special Counsel	1.10	690	759.00
<b>TOTAL SPECIAL COUNSEL:</b>				<b>8.10</b>	<b>\$5,589.00</b>	
<b>ASSOCIATES</b>						
Elizabeth Bower	Litigation	2001	Associate	455.70	680	309,876.00
Katie Calabrese	Employee Benefits	2006	Associate	1.60	510	816.00

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
Tonisha Calbert	Corporate	2007	Associate	25.70	465	11,950.50
Sindy Chen	Litigation	2003	Associate	3.50	320	1,120.00
Jeffrey B. Clancy	Corporate	2000	Associate	162.40	680	110,432.00
Laurita M. Denny	Litigation	2007	Associate	389.90	465	181,303.50
Jamie Eisen	Bankruptcy	2003	Associate	459.10	625	286,937.50
Chantalle Fish	Litigation	2008	Associate	87.70	290/380 <sup>1</sup>	1,428.00
Christopher R. Freeland	Corporate	2005	Associate	0.70	530	371.00
Matthew J. Guercio	Corporate	2003	Associate	305.10	625	190,687.50
Steven R. Hamlin	Litigation	2002	Associate	11.40	320	3,648.00
Sandra Hanna	Litigation	2001	Associate	246.60	680	167,688.00
Jennifer Hardy	Bankruptcy	2007	Associate	13.20	465	3,648.00
Amina Jafri	Litigation	2005	Associate	433.00	530	229,490.00
Emma James	Litigation	2007	Associate	236.00	465	109,740.00
Dan Kozusko	Litigation	2003	Associate	15.10	625	9,437.50
Jeremy A. Linden	Litigation	2007	Associate	205.10	465	95,371.00
Jordana Linder	Bankruptcy	2007	Associate	438.10	465	203,716.50
Andrew Marinello	Corporation	2005	Associate	0.70	530	371.00
Nancy McCabe	Insurance	1993	Associate	86.00	685	58,910.00
Jordan Messinger	Employee Benefits	2004	Associate	9.60	590	5,664.00
Kevin J. O'Neil	Litigation	2003	Associate	10.70	320	3,424.50
Shalini Rajoo	Bankruptcy	2003	Associate	132.90	625	83,062.0
Derek M. Schoenmann	Litigation	2003	Associate	146.40	625	91,500.00
Khiran Sidhu	Litigation	2008	Associate	238.90	380	90,782.00
Andrew Sorkin	Bankruptcy	2007	Associate	12.70	465	5,905.50
Michael P. Trahar	Litigation	2004	Associate	0.30	590	177.00
Ruth Van Veldhuizen	Litigation	2008	Associate	65.70	380	23,931.00
Stephen B. Vogel	Litigation	2003	Associate	99.20	625	62,000.00
Brian J. Weinberger	Real Estate	2006	Associate	38.10	510	19,431.00
Monica Welby	Litigation	2005	Associate	3.60	530	1,908.00
Jeffrey A. Williams	Litigation	2007	Associate	7.30	465	3,394.50
Seth Zelnick	Corporate	2005	Associate	1.70	530	901.00
<b>TOTAL ASSOCIATES:</b>				<b>4,343.70</b>	<b>\$2,369,022.50</b>	
<b>LAW CLERKS</b>						
Howard Block	Corporate	2008	Law Clerk	142.10	290	41,209.00
Geri Anne Chich	Employee Benefits	2008	Law Clerk	0.20	290	58.00
Joshua M. Nahum	Litigation	2008	Law Clerk	55.20	290	16,008.00
Gregory Reid	Litigation	2008	Law Clerk	248.10	290	71,949.00
<b>TOTAL LAW CLERKS:</b>				<b>445.60</b>	<b>\$129,224.00</b>	

<sup>1</sup> Ms. Fish was both a Law Clerk and Associate during this time period, causing her hourly rate to change during the Second Interim Period.

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
<b>LEGAL ASSISTANTS</b>						
Andy Alcindor	Litigation		Legal Asst.	8.60	105	903.00
Mark Allen-Gifford	Litigation		Legal Asst.	4.40	175	770.00
Janice Amador	Litigation		Legal Asst.	2.90	235	681.50
Alison R. Ambeault	Bankruptcy		Legal Asst.	244.30	235	57,410.50
Michael Arakelyan	Litigation		Legal Asst.	8.50	125	1,062.50
Christian Arriola	Litigation		Legal Asst.	3.50	175	612.50
Wayne Blackwell	Corporate		Legal Asst.	1.50	150	225.00
Arthur Daye, Jr.	Litigation		Legal Asst.	3.60	175	630.00
Kelly Fitzgerald	Bankruptcy		Legal Asst.	6.70	165	1,105.50
Dan Gerstle	Litigation		Legal Asst.	28.60	165	4,719.00
Diane Hinrichs	Litigation		Legal Asst.	129.50	260	33,670.00
Jana A. Jones	Litigation		Legal Asst.	0.50	235	117.50
Lauren Kessler	Litigation		Legal Asst.	81.00	175	14,175.00
Susan Lacheman	Litigation		Legal Asst.	4.10	240	984.00
Chris Lisciandro	Litigation		Legal Asst.	39.70	175	6,947.50
Sal Mancuso	Litigation		Legal Asst.	1.80	240	432.00
Andy McClure	Litigation		Legal Asst.	1.50	175	262.50
Ana Munoz	Litigation		Legal Asst.	70.40	135	9,504.00
Heriona Pepaj	Litigation		Legal Asst.	3.90	105	409.50
Simon Raymundo	Litigation		Legal Asst.	8.30	125	1,037.50
Joshua Rosenthal	Litigation		Legal Asst.	5.90	165	973.50
Adam Scavone	Bankruptcy		Legal Asst.	1.70	175	297.50
Ann Staron	Corporate		Legal Asst.	12.40	250	3,100.00
Charles Tricomi	Bankruptcy		Legal Asst.	1.80	165	297.00
Caitlin Wong	Litigation		Legal Asst.	2.70	175	472.50
<b>TOTAL LEGAL ASSISTANTS:</b>				<b>677.80</b>		<b>\$140,799.50</b>
<b>GRAND TOTAL:</b>				<b>6,461.70</b>		<b>\$3,467,779.00</b>

**EXHIBIT B-3**

**SERVICES RENDERED BY PROFESSIONALS  
JUNE 1, 2009 THROUGH AUGUST 31, 2009**

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
<b>PARTNERS</b>						
Mitchell J. Auslander	Litigation	1980	Partner (1/1/89)	3.70	995	3,681.50
Gregory S. Bruch	Litigation	1985	Partner (5/12/08)	9.30	995	9,253.50
Mark A. Cognetti	Corporate	1998	Partner (1/1/07)	17.10	695	11,884.50
Lawrence O. Kamin	Litigation	1976	Partner (1/1/85)	247.00	950	234,650.00
Mei Lin Kwan-Gett	Litigation	1992	Partner (1/1/08)	0.20	695	139.00
Stephen T. Lindo	Employee Benefits	1974	Partner (10/31/88)	0.10	995	99.50
Terence K. McLaughlin	Litigation	1996	Partner (1/1/05)	206.30	695	143,378.50
Christopher Peters	Tax	1997	Partner (1/1/07)	10.30	695	7,158.50
David E. Rubinsky	Employee Benefits	1996	Partner (1/1/07)	0.90	695	625.50
Paul V. Shalhoub	Bankruptcy	1991	Partner (1/1/00)	91.40	855	78,147.00
Rachel C. Strickland	Bankruptcy	1998	Partner (1/1/07)	348.60	695	242,277.00
	<b>TOTAL PARTNERS:</b>			<b>934.90</b>	<b>\$731,294.50</b>	
<b>COUNSEL</b>						
Ian Hochman	Litigation	1997	Special Counsel	8.20	690	5,658.00
Martin R. Miller	Corporate	1982	Special Counsel	0.80	690	552.00
Kim A. Walker	Intellectual Property	1991	Special Counsel	2.20	690	1,518.00
	<b>TOTAL SPECIAL COUNSEL:</b>			<b>11.20</b>	<b>\$7,728.00</b>	
<b>ASSOCIATES</b>						
Stephen Arbuthnot	Litigation	1978	Associate	38.40	320	12,288.00
Joseph Azam	Litigation	2008	Associate	39.70	380	15,086.00
Howard Block	Corporate	2008	Associate	102.40	290	29,696.00
Elizabeth Bower	Litigation	2001	Associate	387.10	680	263,228.00
Tequila Brooks	Litigation	1997	Associate	44.80	320	14,336.00
Katie Calabrese	Employee Benefits	2006	Associate	4.60	510	2,346.00
Jeffrey B. Clancy	Corporate	2000	Associate	66.60	680	45,288.00
Eliina Clark	Litigation	2005	Associate	44.10	320	14,112.00

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
Peter Kohoon	Litigation	1993	Associate	0.50	320	160.00
Jeanna Composti	Litigation	2008	Associate	15.20	380	5,776.00
Laurita M. Denny	Litigation	2007	Associate	368.50	465	171,352.50
David Drewes	Real Estate	2001	Associate	0.40	680	272.00
Jamie Eisen	Bankruptcy	2003	Associate	93.80	625	58,625.00
Jeff Fang	Corporate	2006	Associate	91.70	510	46,767.00
Chantalle Fish	Litigation	2008	Associate	0.80	380	304.00
Rebecca Forter	Tax	2006	Associate	15.40	510	7,854.00
Gorka Garcia	Litigation	2001	Associate	7.60	320	2,432.00
Carly Glover	Real Estate	2007	Associate	0.20	465	93.00
Matthew J. Guercio	Corporate	2003	Associate	85.40	625	53,375.00
Sandra Hanna	Litigation	2001	Associate	151.80	680	103,224.00
Jennifer Hardy	Bankruptcy	2007	Associate	260.00	465	120,900.00
Shan He	Corporate	2008	Associate	1.60	380	608.00
Amina Jafri	Litigation	2005	Associate	296.10	530	156,933.00
Emma James	Litigation	2007	Associate	6.50	465	3,022.50
Dan Kozusko	Litigation	2003	Associate	3.90	625	2,437.50
Jeremy A. Linden	Litigation	2007	Associate	41.30	465	19,204.50
Jordana Linder	Bankruptcy	2007	Associate	309.70	465	144,010.50
Nancy McCabe	Insurance	1993	Associate	13.70	685	9,384.50
Norman Ostrov	Litigation	2006	Associate	80.90	510	41,259.00
Gregory Reid	Litigation	2008	Associate	39.40	380	14,972.00
Elissa Rossi	Litigation	2002	Associate	20.50	665	13,632.50
Frank Scaduto	Litigation	2005	Associate	24.10	530	12,773.00
Khiran Sidhu	Litigation	2008	Associate	304.70	380	115,786.00
Stephen B. Vogel	Litigation	2003	Associate	100.10	625	62,562.50
Brian J. Weinberger	Real Estate	2006	Associate	89.40	510	45,594.00
Monica Welby	Litigation	2005	Associate	0.60	530	318.00
Marina Zelinsky	Bankruptcy	2008	Associate	108.00	380	41,040.00
Seth Zelnick	Corporate	2005	Associate	0.50	530	265.00
<b>TOTAL ASSOCIATES:</b>				<b>3,260.00</b>		<b>\$1,651,317.00</b>

**LEGAL ASSISTANTS**

Andy Alcindor	Litigation		Legal Asst.	0.20	105	21.00
Alison R. Ambeault	Bankruptcy		Legal Asst.	211.20	235	49,632.00
Michael Arakelyan	Litigation		Legal Asst.	1.20	125	150.00
Elizabeth Bubriski	Bankruptcy		Legal Asst.	0.90	165	148.50
Corey Casbarro	Bankruptcy		Legal Asst.	0.90	165	148.50
Kelly Fitzgerald	Bankruptcy		Legal Asst.	0.70	165	115.50
Dan Gerstle	Litigation		Legal Asst.	1.20	165	198.00
Jill Hannon	Litigation		Legal Asst.	0.30	175	52.50
Diane Hinrichs	Litigation		Legal Asst.	92.30	260	23,998.00
George Ho	Corporate		Legal Asst.	10.40	175	1,820.00
Rebecca Hutcheon	Litigation		Legal Asst.	3.70	235	869.50
Lauren Kessler	Litigation		Legal Asst.	1.00	175	175.00
Susan Lacheman	Litigation		Legal Asst.	0.80	240	192.00
Chris Lisciandro	Litigation		Legal Asst.	2.50	175	437.50

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate	Fees Earned
Sal Mancuso	Litigation		Legal Asst.	2.30	240	552.00
Lara Miranda	Litigation		Legal Asst.	19.70	165	3,250.50
Ana Munoz	Litigation		Legal Asst.	30.10	135	4,063.50
Bonnie Schmidt	Corporate		Legal Asst.	1.00	235	235.00
Matthew Sorenson	Litigation		Legal Asst.	4.00	185	740.00
Ann Staron	Corporate		Legal Asst.	4.10	250	1,025.00
<b>TOTAL LEGAL ASSISTANTS:</b>				<b>388.50</b>		<b>\$87,824.00</b>
<b>GRAND TOTAL:</b>				<b>4,594.60</b>		<b>\$2,478,163.50</b>

**EXHIBIT B-4**

**SERVICES RENDERED BY PROFESSIONALS  
SEPTEMBER 1, 2009 THROUGH DECEMBER 6, 2009**

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate <sup>1</sup>	Fees Earned
<b>PARTNERS</b>						
Mitchell J. Auslander	Litigation	1980	Partner (1/1/89)	5.50	995	5,472.50
Gregory S. Bruch	Litigation	1985	Partner (5/12/08)	2.70	995	2,686.50
Mark A. Cognetti	Corporate	1998	Partner (1/1/07)	11.50	695/730	8,262.00
Christopher Greer	Corporate	1995	Partner (1/1/05)	0.30	785	235.50
Lawrence O. Kamin	Litigation	1976	Partner (1/1/85)	187.40	950/980	182,287.00
Alan J. Lipkin	Bankruptcy	1979	Partner (1/1/89)	0.20	980	196.00
Terence K. McLaughlin	Litigation	1996	Partner (1/1/05)	336.70	695/730	242,735.50
Margery K. Neale	Asset Management	1983	Partner (2/1/06)	0.40	950	380.00
Christopher Peters	Tax	1997	Partner (1/1/07)	1.60	695	1,112.00
David E. Rubinsky	Employee Benefits	1996	Partner (1/1/07)	0.40	695	278.00
Paul V. Shalhoub	Bankruptcy	1991	Partner (1/1/00)	59.90	855/890	52,303.00
Rachel C. Strickland	Bankruptcy	1998	Partner (1/1/07)	412.60	695/730	296,749.50
<b>TOTAL PARTNERS:</b>				<b>1,019.20</b>	<b>\$792,697.50</b>	
<b>COUNSEL</b>						
Peter J. Allman	Employee Benefits	1997	Special Counsel	0.20	690	138.00
Martin R. Miller	Corporate	1982	Special Counsel	0.40	690	276.00
Kim A. Walker	Intellectual Property	1991	Special Counsel	1.20	690	828.00
<b>TOTAL SPECIAL COUNSEL:</b>				<b>1.80</b>	<b>\$1,242.00</b>	
<b>ASSOCIATES</b>						
Joseph Azam	Litigation	2008	Associate	221.00	380/480	95,650.00
Howard Block	Corporate	2008	Associate	120.40	290/480	44,169.00
Elizabeth Bower	Litigation	2001	Associate	177.30	680/685	121,279.00

<sup>1</sup> WF&G adjusted its rates effective October 1, 2009.

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate <sup>1</sup>	Fees Earned
Katie Calabrese	Employee Benefits	2006	Associate	5.70	510/555	2,961.00
Jeffrey B. Clancy	Corporate	2000	Associate	138.20	680/685	94,518.00
Jeanna Composti	Litigation	2008	Associate	65.80	380/480	29,014.00
Janine M. D'Aniello	Litigation	2009	Associate	31.20	290	9,048.00
Laurita M. Denny	Litigation	2007	Associate	353.60	465/535	179,103.00
David Drewes	Real Estate	2001	Associate	0.40	685	274.00
Rebecca Forter	Tax	2006	Associate	3.20	510	1,632.00
Matthew J. Guercio	Corporate	2003	Associate	168.40	625/675	110,090.00
Sandra Hanna	Litigation	2001	Associate	21.10	680/685	14,403.50
Jennifer Hardy	Bankruptcy	2007	Associate	395.60	465/535	203,260.00
Amina Jafri	Litigation	2005	Associate	158.40	530/610	95,912.00
Shaunna D. Jones	Bankruptcy	2003	Associate	0.40	650	260.00
Jeremy A. Linden	Litigation	2007	Associate	2.50	465	1,162.50
Nancy McCabe	Insurance	1993	Associate	46.10	685/690	31,779.50
Norman Ostrove	Litigation	2006	Associate	279.10	510/555	149,572.50
Gregory Reid	Litigation	2008	Associate	139.60	380/480	62,418.00
Elissa Rossi	Litigation	2002	Associate	55.50	665/680	37,278.00
Frank Scaduto	Litigation	2005	Associate	109.80	530/610	63,290.00
Michael Sherman	Real Estate	2003	Associate	7.10	675	4,792.50
Khiran Sidhu	Litigation	2008	Associate	47.70	380/480	19,416.00
Meghan Silhan	Litigation	2005	Associate	63.70	610	38,857.00
Stephen B. Vogel	Litigation	2003	Associate	39.10	625/675	25,537.50
Brian J. Weinberger	Real Estate	2006	Associate	20.90	510/555	11,532.00
Marina Zelinsky	Bankruptcy	2008	Associate	328.90	380/480	150,062.00
<b>TOTAL ASSOCIATES:</b>				<b>3,000.70</b>	<b>\$1,597,271.00</b>	
<b>LAW CLERKS</b>						
Anna Burns	Bankruptcy	2009	Law Clerk	4.40	290	1,276.00
Erin L. Carroll	Litigation	2009	Law Clerk	57.90	290	16,791.00
Rebecca Clareman	Litigation	2009	Law Clerk	21.20	290	6,148.00
Daniel Forman	Bankruptcy	2009	Law Clerk	465.40	290	134,966.00
Melissa Yang	Litigation	2009	Law Clerk	75.70	290	21,953.00
<b>TOTAL LAW CLERKS:</b>				<b>624.60</b>	<b>\$181,134.00</b>	
<b>LEGAL ASSISTANTS</b>						
Alison R. Ambeault	Bankruptcy		Legal Asst.	289.70	235/240	69,190.50
Michael Arakelyan	Litigation		Legal Asst.	0.40	125	50.00
Christian Arriola	Litigation		Legal Asst.	20.00		3,585.00
Elizabeth Bubriski	Bankruptcy		Legal Asst.	51.00	170	8,670.00
Kelly Fitzgerald	Bankruptcy		Legal Asst.	36.10	170	6,137.00
Diane Hinrichs	Litigation		Legal Asst.	18.50	260/265	4,852.50
Chris Lisciandro	Litigation		Legal Asst.	0.90	180	162.00
Lara Miranda	Litigation		Legal Asst.	3.80	170	646.00
Ashley Moore	Litigation		Legal Asst.	5.00	210	1,050.00
Ana Munoz	Litigation		Legal Asst.	33.60	135/140	4,680.50
Bonnie Schmidt	Corporate		Legal Asst.	1.60	235/240	381.50
Matthew Sorenson	Litigation		Legal Asst.	46.20	185	8,547.00

Name	Department	Law School Graduation Date	Position	Hours	Hourly Rate <sup>1</sup>	Fees Earned
Ann Staron	Corporate		Legal Asst.	1.60	255	408.00
Charles Tricomi	Bankruptcy		Legal Asst.	1.80	170	306.00
<b>TOTAL LEGAL ASSISTANTS:</b>				<b>510.20</b>		<b>\$108,666.00</b>
<b>GRAND TOTAL:</b>				<b>5,156.50</b>		<b>\$2,681,010.50<sup>2</sup></b>

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<sup>2</sup>

The Interim Application Amount also includes approximately \$10,451.50 in fees, which were incurred during the Fourth Application Period but were not previously included in WF&G's Fee Statements.

**EXHIBIT C-1**

**DISBURSEMENTS FOR PERIOD  
NOVEMBER 26, 2008 THROUGH FEBRUARY 28, 2009**

<b>Disbursement</b>	<b>Amount</b>
Postage/Messenger/Overnight Delivery	277.36
Local Transportation	11,270.93
Long Distance Telephone	2,738.73
Local Meals	3,809.54
Other Out of Town Travel	5,669.50
Lodging	12,272.19
Airfare/Train	17,603.83
Reproduction	17,476.74
Air Freight	1,443.02
Data Acquisition	40,352.74
Court Reporter/Other Fees	15,884.33
Filing Fees/Corp Trust	69.00
Other Disbursements	302.86
<b>TOTAL:</b>	<b>\$129,170.77</b>

**EXHIBIT C-2**

**DISBURSEMENTS FOR PERIOD  
MARCH 1, 2009 THROUGH MAY 31, 2009**

<b>Disbursement</b>	<b>Amount</b>
Postage/Messenger/Overnight Delivery	450.70
Local Transportation	6,816.15
Long Distance Telephone	2,530.71
Local Meals	4,407.18
Other Out of Town Travel	1,865.28
Lodging	4,368.73
Airfare/Train	8,167.00
Reproduction	20,624.16
Air Freight	1,432.68
Data Acquisition	70,326.58
Court Reporter/Other Fees	13,545.06
Filing Fees/Corp Trust	52.60
Other Disbursements	1,760.81
<b>TOTAL:</b>	<b>\$136,347.64</b>

**EXHIBIT C-3**

**DISBURSEMENTS FOR PERIOD  
JUNE 1, 2009 THROUGH AUGUST 31, 2009**

<b>Disbursement</b>	<b>Amount</b>
Postage/Messenger/Overnight Delivery	279.26
Local Transportation	4,485.24
Long Distance Telephone	4,226.36
Local Meals	4,993.28
Other Out of Town Travel	1,963.95
Lodging	7,974.72
Airfare/Train	10,244.70
Reproduction	32,333.48
Air Freight	1,547.74
Data Acquisition	41,483.46
Court Reporter/Other Fees	3,175.26
Outside Consultants	2,546.00
Filing Fees/Corp Trust	45.00
Other Disbursements	30.60
<b>TOTAL:</b>	<b>\$115,329.05</b>

**EXHIBIT C-4**

**DISBURSEMENTS FOR PERIOD  
SEPTEMBER 1, 2009 THROUGH DECEMBER 6, 2009**

<b>Disbursement</b>	<b>Amount</b>
Postage/Messenger/Overnight Delivery	47.93
Local Transportation	5,224.95
Long Distance Telephone	3,117.83
Local Meals	3,061.86
Other Out of Town Travel	1,226.32
Lodging	4,734.12
Airfare/Train	6,564.81
Reproduction	6,071.38
Air Freight	986.07
Special Supplies	80.42
Data Acquisition	50,729.01
Court Reporter/Other Fees	868.05
<b>TOTAL:</b>	<b>\$82,712.75<sup>13</sup></b>

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<sup>13</sup> The Interim Application Amount also includes approximately \$1,271.92 in actual and necessary expenses, which were incurred during the Fourth Application Period but were not previously included in WF&G's Fee Statements.

**EXHIBIT D**

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- and -

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Attorneys for the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----x  
In re : Chapter 11  
:   
LandAmerica Financial Group, Inc., et al. : Case No. 08-35994 (KRH)  
:   
Debtors. : (Jointly Administered)  
-----x

**SUMMARY SHEET PURSUANT TO  
UNITED STATES TRUSTEE GUIDELINES FOR  
REVIEWING APPLICATIONS FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FILED  
UNDER SECTION 330 OF THE BANKRUPTCY CODE**

1. Total Compensation and Expenses Requested. Willkie Farr & Gallagher LLP (“**WF&G**”), in connection with its application (the “**Final Application**”) for interim and

final allowance of compensation for professional services rendered and reimbursement of expenses incurred in the above-captioned cases, has requested that the Court enter an order:

- (a) allowing interim compensation to WF&G for services rendered from September 1, 2009 through December 6, 2009, inclusive, in the amount of \$2,681,010.50;
- (b) allowing interim reimbursement to WF&G of actual, necessary expenses incurred in connection with the rendition of such services from September 1, 2009 through December 6, 2009, inclusive, in the amount of \$82,712.75;
- (c) allowing final compensation to WF&G for services rendered from November 26, 2008 through December 6, 2009, inclusive, in the amount of \$12,685,935.00;
- (d) allowing final reimbursements to WF&G of actual, necessary expenses incurred in connection with the rendition of services from November 26, 2008 through December 6, 2009, inclusive, in the amount of 4463,560.21;
- (e) allowing WF&G to apply its retainer in the amount of \$486,244.00 to the payment of all fees and expenses incurred by WF&G that remain unpaid (*i.e.*, \$1,183,248.34);
- (f) approving and directing the Debtors' payment of all fees and expenses incurred by WF&G that remain unpaid after application of the retainer, in the amount of \$697,004.34; and
- (g) granting such other and further relief as may be just or proper.

2. Total Compensation and Expenses Previously Awarded. WF&G has previously been awarded on an interim basis the allowance of \$4,062,498.00, representing 100% of the fees for professional services rendered by WF&G from November 26, 2008 through February 28, 2009, and \$129,170.77, representing 100% of the actual and necessary expenses incurred in connection with the rendering of such professional services. This Court also approved on an interim basis the allowance of \$3,467,779.00, representing 100% of the fees for professional services rendered by WF&G from March 1, 2009 through May 31, 2009, and \$136,347.64, representing 100% of the actual and necessary expenses incurred in connection

with the rendering of such professional services. This Court also approved on an interim basis the allowance of \$2,478,163.50, representing 100% of the fees for professional services rendered by WF&G from June 1, 2009 through August 31, 2009, and \$115,329.05, representing 100% of the actual and necessary expenses incurred in connection with the rendering of such professional services.

3. Name, Billing Rate, Bar Admission Date, Total Hours Billed, and Total Billings for Each Professional. Please refer to Exhibit B to the Final Application for: (a) the names and applicable billing rates for each professional and paraprofessional who billed time during the period for which compensation for services rendered and reimbursement of expenses incurred is sought (the “**Final Application Period**”); (b) the date of law school graduation for each attorney; (c) the total hours and total amounts billed for each attorney and paraprofessional listed; and (d) the blended hourly rate for all attorneys and paraprofessionals who billed time during the Final Application Period.

**EXHIBIT E**

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Attorneys for the Debtors and  
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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----X  
In re : Chapter 11  
:   
LandAmerica Financial Group, Inc., et al. : Case No. 08-35994 (KRH)  
:   
Debtors. : (Jointly Administered)  
-----X

**ORDER APPROVING FINAL APPLICATION OF WILLKIE  
FARR & GALLAGHER LLP AS COUNSEL FOR DEBTORS FOR  
FINAL ALLOWANCE OF COMPENSATION FOR SERVICES  
 RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FROM NOVEMBER 26, 2008 THROUGH DECEMBER 6, 2009**

Upon the application, dated January 15, 2010 (the “Final Application”), of Willkie Farr & Gallagher LLP (“WF&G”), attorneys for LandAmerica Financial Group, Inc. (“LFG”), LandAmerica 1031 Exchange Services, Inc. (“LES”) and the other above-captioned debtors and debtors in possession (collectively, the “Debtors”), for final allowance of

compensation for professional services rendered and reimbursement of expenses incurred from November 26, 2008 through December 6, 2009 pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”); and a hearing (the “**Hearing**”) having been held before this Court on February [9], 2010 to consider the Final Application; and it appearing that sufficient notice has been given, and no other notice being necessary; and upon the full record of the Hearing and all prior proceedings in these cases; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Final Application is granted to the extent set forth herein.
2. All capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Final Application.
3. The fees and expenses of WF&G requested for services rendered and expenses incurred during the Fourth Application Period are approved on an interim basis, in the amounts and to the extent provided in Schedule A-1 annexed hereto.
4. The fees and expenses of WF&G requested for services rendered and expenses incurred during the Final Application Period are approved on a final basis, in the amounts and to the extent provided in Schedule A-2 annexed hereto.<sup>1</sup>
5. WF&G is authorized to apply its retainer in the amount of \$486,244.000 to the payment of all fees and expenses allowed on a final basis that remain unpaid.

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<sup>1</sup> The Final Application Amount does not include certain fees incurred in connection with WF&G’s representation of OneStop.

6. The Debtors are authorized and directed to pay as soon as practicable all fees and expenses approved by this Order (including the 15% which was held back relating to the Fourth Application Period) that remain unpaid.

7. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: Richmond, Virginia  
February \_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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-and-

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Attorneys for the Debtors and Debtors in Possession

**LOCAL BANKRUPTCY RULE 9022-1 (C) CERTIFICATION**

Pursuant to Rule 9022-1(C) of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia, I hereby certify that the foregoing order has been endorsed by or served upon all necessary parties.

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CASE NAME: LandAmerica Financial Group, Inc.  
CASE NUMBER: 08-35994 (KRH) (Jointly Administered)

**SCHEDULE A-1**

**FEES AND EXPENSES APPROVED ON AN INTERIM BASIS**

<u>Applicant</u>	<u>Capacity</u>	Interim Compensation <u>Approved</u> <sup>1</sup>	Interim Reimbursement of Expenses <u>Approved</u>	Hold-Back <u>Approved</u>
Willkie Farr & Gallagher LLP	Attorneys for the Debtors	\$2,681,010.50 <sup>2</sup>	\$82,712.50 <sup>3</sup>	\$400,583.85

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<sup>1</sup> This amount includes amounts held-back.

<sup>2</sup> Of the total Interim Compensation approved by the Court, \$2,461,680.00 is allocable to LFG and \$219,330.50 is allocable to LES.

<sup>3</sup> Of the total Interim Reimbursement of Expenses approved by the Court, \$74,771.78 is allocable to LFG and \$7,940.97 is allocable to LES.

CASE NAME: LandAmerica Financial Group, Inc.  
CASE NUMBER: 08-35994 (KRH) (Jointly Administered)

**SCHEDULE A-2**

**FEES AND EXPENSES APPROVED ON A FINAL BASIS**

<u>Applicant</u>	<u>Capacity</u>	Final Compensation <u>Approved</u> <sup>4</sup>	Final Reimbursement of Expenses <u>Approved</u>
Willkie Farr & Gallagher LLP	Attorneys for the Debtors	\$12,685,935.00 <sup>5</sup>	\$463,560.21 <sup>6</sup>

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<sup>4</sup> This amount includes amounts held-back for the Fourth Interim Period.

<sup>5</sup> Of the total Final Compensation approved by the Court, \$8,662,758.25 is allocable to LFG and \$4,023,176.75 is allocable to LES.

<sup>6</sup> Of the total Final Reimbursement of Expenses approved by the Court, \$272,959.13 is allocable to LFG and \$190,582.08 is allocable to LES.